

RECORDATION NO. 14823-F FILED

MAR 10 '04 1-37 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 10, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Bill of Sale and Partial Release, dated January 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease and Security Agreement previously filed with the Commission under Recordation Number 14823.

The names and addresses of the parties to the enclosed document are:

Lessor: ATEL Leasing Corporation
235 Pine Street
San Francisco, CA 94104

Security
Trustee: Bank of New York
48 Wall Street
New York, NY

A description of the railroad equipment covered by the enclosed documents
is:

One (1) railcar GATX 061065

Mr. Vernon Williams
March 10, 2004
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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BILL OF SALE AND PARTIAL RELEASE

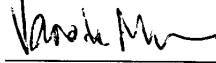
SURFACE TRANSPORTATION BOARD

ATEL Leasing Corporation, not in its individual capacity, but solely as Lessor under GATC Trust 85-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 061065 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank of New York, as Security Trustee (the "Security Trustee") under a Conditional Sale Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Security Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Conditional Sale Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 30, 2004

ATEL Leasing Corporation, not in
its individual capacity, but solely
as Lessor

By: 
Title: Vasco H. Morais, Esq.
Senior Vice President

Bank of New York, as Security
Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

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Bank of New York, as Security Trustee (the "Security Trustee") under a Conditional Sale Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Security Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Conditional Sale Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 30, 2004

ATEL Leasing Corporation, not in
its individual capacity, but solely
as Lessor

By: _____
Title: _____

Bank of New York, as Security
Trustee

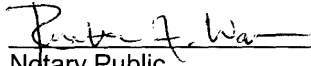
By: Thomas B. [Signature]
Title: VICE PRESIDENT

STATE OF CALIFORNIA }
COUNTY OF SAN FRANCISCO }

ss.

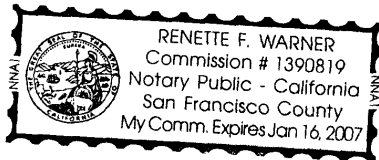
On February 24, 2004, before me, Renette F. Warner, the undersigned Notary Public, personally appeared Vasco H. Morais, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


Notary Public

My Commission expires: January 16, 2007

(Notarial Seal)



(This Notary Acknowledgment is an attachment to a
Bill of Sale and Partial Release
Dated January 30, 2004)

State of Colorado)
) SS
County of)

On this ____ day of _____, 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of ATEL Leasing Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

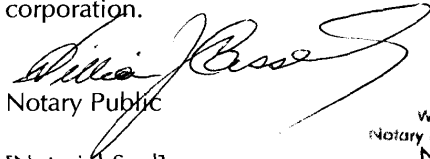
Notary Public

[Notarial Seal]

My commission expires:

State of New York)
) SS
County of New York)

On this 9 day of February, 2004, before me personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of Bank of New York, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006